



## EVANS RAILCAR LEASING COMPANY

**Executive Offices** 

The East Tower, Suite 900

2550 Golf Road • Rolling Meadows, IL 60008

312/640-7000

RECORDATION NO. Filed 1425

5-214A031

Date AUG 2 1985

AUG 2 1985 -2 5 PM INTERSTATE COMMERCE COMMISSION

Fee \$ ....(0,00

ICC Washington, D. C.

July 1, 1985

MOTOR OPERATING UNIT

Secretary Interstate Commerce Commission Washington, D.C.

Dear Secretary:

Pursuant to 49 U.S.C. Section 11303 and the rules and regulations promulgated thereunder, as amended, we hand you herewith for filing five fully executed counterparts of that certain Amendment to Security Agreement ("Amendment") dated as of July 1, 1985. The parties to the Amendment are:

Debtor:

Evans Railcar Leasing Company The East Tower, Suite 1000

2550 Golf Road

Rolling Meadows, Illinois 60008

Secured Party:

Continental Illinois National Bank and Trust Company of Chicago, as

Agent

231 South LaSalle Street

Chicago, Illinois

60697

The enclosed Amendment relates to that certain Security Agreement dated as of May 20, 1983 and recorded with Interstate Commerce Commission on June 17, 1983 as ICC Recordation No. 14059. Accordingly, we request that the Amendment be filed as subfilings under that number.

July 1, 1985 Page Two

A description of the equipment being added to the Security Agreement is attached hereto as Exhibit A and a description of the equipment being deleted from the Security Agreement is attached hereto as Exhibit B.

Enclosed herewith is a check in the amount of \$10 in payment of the applicable recording fees.

Since these documents are being delivered to you by hand, we would appreciate it if you would return to the bearer the duly stamped counterparts of the Amendment not required to be kept by you, or, if it is not possible to return them to the bearer, send them to:

Mr. Gerald E. Beatty, Rosenthal and Schanfield, 55 East Monroe Street, Suite 4620, Chicago, Illinois 60603.

Very truly yours,

EVANS RAILCAR LEASING COMPANY

Assistant Secretary

Enclosures

RECORDATION ROLLING Filed 1428

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**IUTEPATATE CONMERCE COMMISSION** 

#### AMENDMENT TO SECURITY AGREEMENT

THIS AMENDMENT TO SECURITY AGREEMENT is dated as of the 1st day of July, 1985, by and between EVANS RAILCAR LEASING COMPANY, an Illinois corporation (herein called the "Borrower"), and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Agent (herein called the "Agent").

### WITNESSETH:

WHEREAS, the Borrower and the Agent have entered into an Amended and Restated Security Agreement, dated as of June 30, 1984, recorded with the Interstate Commerce Commission on October 4, 1984 under Recordation No. 14059-S (herein, as amended or otherwise modified from time to time, called the "Security Agreement"), pursuant to which the Borrower has granted to the Agent for the benefit of various lenders (herein called the "Lenders") a security interest in certain property of the Borrower (herein called the "Collateral");

WHEREAS, pursuant to the terms of Section 4.1(a) (iv) of the Security Agreement, the Borrower is required to execute and deliver this Amendment to the Security Agreement to and with the Agent.

NOW, THEREFORE, in consideration of the mutual covenants and agreements of the parties and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is agreed as follows:

- 1. The reporting marks and lessees as to certain Cars (as defined in the Security Agreement) have changed, therefore the line items from Schedule 1 to the Security Agreement listed on Exhibit B hereto are hereby replaced by the line items on Exhibit A.
- 2. Except as hereby amended the Security Agreement remains in full force and effect, and the Security Agreement as hereby amended is ratified, confirmed and approved.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective authorized officers as of the day and year first written above.

EVANS RAILCAR LEASING COMPANY

Vice President

CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Agent

Wice President

STATE	OF	TT.T.	TNO	TC
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SS

COUNTY OF COOK

I, ferralla C. Denealto a notary public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that the State of Personally known to me to be a Vice President of EVANS RAILCAR LEASING COMPANY, an Illinois corporation, and personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that as such Vice President he signed and delivered the said instrument as Vice President of said corporation, pursuant to authority, given by the Board of Directors of said corporation as his free and voluntary act, and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this of day of

Jeancele C. Beneditte
Notary Public

Michael Calins dy 17, 13

STATE OF ILLINOIS

SS

COUNTY OF COOK

I, Jamash. Way Hard a notary public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Way B. Courty personally known to me to be a Vice President of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a national banking association, and personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that as such Vice President he signed and delivered the said instrument as Vice President of said corporation, pursuant to authority, given by the Board of Directors of said corporation as his free and voluntary act, and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

Quy GIVEN under my hand and notarial seal this of

Notary Public

My Commission Expires July 25, 1987

LOT \* CAR LESSEE INTERNAL MASTER SCHEDULE SCHEDULE TERM TERM PREFIX CAR
NUMBER # TYPE\*\*\* NAME \*\*

I. D. LEASE NUMBER DATE YEAR MONTH \*\* NUMBER \*\*
NUMBER\* DATE \*\* \*\* \*\* \*\*

Column headings on each of the following pages shall be deemed to be subject to the same footnotes as on this page.

- \* Appears on internal records of Borrower only.
- \*\* Subject to change from time to time.
- \*\*\* Same designation may appear on more than one car (initials are the AAR mechanical designations).

# EXHIBIT A COLLATERAL ADDITIONS JUNE 30, 1985

LOT * NUMBER \$	CAR TYPE	LESSEE NAME	INTERNAL I.D. NUMBER		SCI-IEDULE NUMBER	SCHEDULE DATE	TERM TERM YEAR MONT		CAR NUMBER
1885-00 ‡	REFRIG-RBL REFRIG-RBL REFRIG-RBL REFRIG-RBL REFRIG-RBL REFRIG-RBL REFRIG-RBL REFRIG-RBL	LEASE POOL LEASE POOL LEASE POOL LEASE POOL LEASE POOL LEASE POOL	17054 17058 17056 17055 17063 17060	0/00/00	0 0 0 0	0/00/00 0/00/00 0/00/00 0/00/00 0/00/00 0/00/0	0 0 0 0	O USLX	166 205 207 209 210 214 218 220
N=8									
1983-03 *	ROX-XLI	ILLINOIS CENTRAL GULF RR	37427 39414 39395 39408 39404 39401 39422 39437	82/07/30 82/07/30 82/07/30 82/07/30 82/07/30 82/07/30 82/07/30 82/07/30 82/07/30	7	85/04/29 85/04/29 85/04/29 85/04/29 85/04/29 85/04/29 85/04/29 85/04/29 85/04/29	1 1 1 1 1 1 1	0 ICG 0 ICG 0 ICG 0 ICG 0 ICG 0 ICG 0 ICG 0 ICG 0 ICG	151480 151481 151482 151483 151484 151485 151486 151487 151488 151489
N=10									
2045-02 *	GONTOLA-GR	WISCONSIN & SOUTHERN RAILROAD CO	40674 40685 40690 40682 40938 40949 40906 40919 40652 40661 40974 40977 40957 40957 40695 40695 40695	83/09/12 83/09/12	222222222222222222222222222222222222222	85/04/29 85/04/29	111111111111111111111111111111111111111		308 309 311 312 313 314 315 316 319 320 322 323 324 326 327 328 329 336 339 341 343 344

### EXHIBIT A COLLATERAL ADDITIONS JUNE 30, 1985

LOT * CAR NUMBER # TYPE	LESSEE NAME		INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE		TERM MONTH	PREFIX	CAR NUMBER
GONTOLA-	GB WISCONSIN & SOUTHERN	RAILROAD CO	40910 40972 40940 40673 40984 41034 40998 40994 41007 40978 40976 40976 40970 41028	83/09/12 83/09/12 83/09/12 83/09/12 83/09/12 83/09/12 83/09/12 83/09/12 83/09/12 83/09/12 83/09/12 83/09/12 83/09/12	2222222222	85/04/29 85/04/29 85/04/29 85/04/29 85/04/29 85/04/29 85/04/29 85/04/29 85/04/29 85/04/29 85/04/29 85/04/29 85/04/29	111111111111111111111111111111111111111	000000000000000000000000000000000000000	CCCCCCCCCCCCCCCCCCCCCCCCCCCCCCCCCCCCCC	345 346 359 361 362 365 369 371 376 377 381 382 383 388 392 394
N=39										
COV HOP- COV HOP- COV HOP- COV HOP-	LO LONE STAR INDUSTRIES LO LONE STAR INDUSTRIES	INC INC INC INC	41753 41052 41390 41759	85/05/21 85/05/21 85/05/21 85/05/21 85/05/21 85/05/21	1 1 1 1	85/05/21 85/05/21 85/05/21 85/05/21 85/05/21 85/05/21	2 2 2 2 2 2 2 2	0 0 0	USLX USLX USLX USLX USLX USLX	1625 1626 1627 1628 1629 1630

N=6

TOTAL COLLATERAL ADDITIONS 06/85 = 63

### EXHIBIT B COLLATERAL DELETIONS JUNE 30, 1985

LOT * CAR NUMBER \$ TYPE	LESSEE NAME	INTERNAL I.D. NUMBER		SCHEDULE NUMBER	SCHEDULE DATE	TERN YEAR	TERM HONTH	PREFIX	CAR NUMBER
REFRIG-RBL REFRIG-RBL REFRIG-RBL REFRIG-RBL REFRIG-RBL	IRESSER INDUSTRIES DRESSER INDUSTRIES	17054 17058 17056 17055 17063 17060	79/02/01 79/02/01 79/02/01 79/02/01 79/02/01 79/02/01 79/02/01	3 3 3 3 3 3	80/05/03 80/05/03 80/05/03 80/05/03 80/05/03 80/05/03 80/05/03	ភគភភភភភភភភ	00000	USLX USLX USLX USLX USLX USLX USLX	166 205 207 209 210 214 218 220
N=8									
1910-01 * BUX-XLI BOX-XLI BOX-XLI BOX-XLI BOX-XLI BOX-XLI BOX-XLI BOX-XLI BOX-XLI BOX-XLI BOX-XLI	LOUISVILLE NEW ALBANY & CORYDON RR	39427 39414 39395 39408 39404 39401 39422 39437	77/11/30 77/11/30 77/11/30 77/11/30 77/11/30 77/11/30 77/11/30 77/11/30 77/11/30	9 9 9 9 9 9	81/11/11 81/11/11 81/11/11 81/11/11 81/11/11 81/11/11 81/11/11 81/11/11 81/11/11 81/11/11	000000000000000000000000000000000000000	1 1 1 1 1	LNAC LNAC LNAC LNAC LNAC LNAC LNAC LNAC	5981 5982 5983 5984 5985 5986 5987 5988 5989 5990
N=10									
COV HOP-LO COV HOP-LO COV HOP-LO	MARYLAND MIDLAND RAILROAD MARYLAND MIDLAND RAILROAD MARYLAND MIDLAND RAILROAD MARYLAND MIDLAND RAILROAD MARYLAND MIDLAND RAILROAD	41753 41052 41759	83/07/07 83/07/07 83/07/07 83/07/07 83/07/07	1 1 1.	83/07/07 83/07/07 83/07/07 83/07/07 83/07/07	15 15 15 15 15	0 0 0	USLX USLX USLX USLX	1625 1626 1627 1629 1630
N=5									
2032-02 * COV HOP-LO	MARYLAND MIDLAND RAILROAD	41390	83/07/07	2	84/01/06	15	0	USLX	1628
N=1									
GONIOLA-GE GONIOLA-GE GONIOLA-GE GONIOLA-GE GONIOLA-GE GONIOLA-GE GONIOLA-GE GONIOLA-GE	CHICAGO, WEST PULLMAN & SOUTHERN RR	40674 40685 40936 40690 40682 40938 40949 40906 40948	84/05/11 84/05/11 84/05/11 84/05/11 84/05/11 84/05/11 84/05/11 84/05/11 84/05/11	1 1 1 1 1 1 1 1	84/05/11 84/05/11 84/05/11 84/05/11 84/05/11 84/05/11 84/05/11 84/05/11 84/05/11	333333333333333333333333333333333333333	000000000	CWP CWP CWP CWP CWP CWP CWP CWP	308 309 311 312 313 314 315 316 319 320

### E X H I B I T B COLLATERAL DELETIONS JUNE 30, 1985

LOT * CAR NUMBER # TYPE	LESSEE NAME	INTERNAL I.D. NUMBER		SCHEDULE NUMBER	SCHEDULE DATE		TERM MONTH	PREFIX	CAR NUMBER
GONDOLA-GB	CHICAGO, WEST PULLMAN & SOUTHERN RR	40661 40944 40974 40977 40947 40959 40670 40695 40695 40697 40910 40972 40940 40673 4098 41034 40998 41007 40978 41007 40978 41007 40978 41007 40978	84/05/11 84/05/11	111111111111111111111111111111111111111	84/05/11 84/05/11	RESERVATE SERVES	000000000000000000000000000000000000000	00000000000000000000000000000000000000	322 323 324 326 327 329 336 339 341 343 345 346 359 361 376 377 381 382 383 388 392

N=39

TOTAL COLLATERAL DELETIONS 06/85 = 63